

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for the Debtors and the Motors  
Liquidation Company GUC Trust

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
In re : Chapter 11 Case No.  
: :  
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :  
: :  
Debtors. : (Jointly Administered)  
: :  
-----x

**NOTICE OF PRESENTMENT OF PROPOSED ORDER DENYING  
JAKE W. RODD'S MOTION FOR ENFORCEMENT OF OFFER ORDER**

**PLEASE TAKE NOTICE** that on December 20, 2011, a hearing (the “**Hearing**”) was held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, with respect to Jake W. Rodd’s Motion for Enforcement of Offer Order (ECF No. 11230), and following the Hearing, the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) will present the annexed proposed Order Denying Jake W. Rodd’s Motion for Enforcement of Offer Order (the “**Proposed Order**”) to the Honorable Robert E. Gerber at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (the “**Bankruptcy Court**”) for approval and signature on **December 29, 2011 at 12:00 noon (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Proposed Order must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, preferably in text-searchable portable document format (PDF) (with a hard copy delivered directly to the Judge's Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent practicable, and served in accordance with General Order M-399, and on (i) Weil, Gotshal & Manges LLP, attorneys for the GUC Trust, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iii) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (iv) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (v) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (vii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (viii) Gibson, Dunn, Crutcher LLP, attorneys for Wilmington Trust Company as GUC Trust Administrator and for Wilmington Trust Company as Avoidance

Action Trust Administrator, 200 Park Avenue, 47th Floor, New York, New York 10166 (Attn: Keith Martorana, Esq.); (ix) FTI Consulting, as the GUC Trust Monitor and as the Avoidance Action Trust Monitor, One Atlantic Center, 1201 West Peachtree Street, Suite 500, Atlanta, Georgia 30309 (Attn: Anna Phillips), so as to be received no later than **December 29, 2011 at 11:30 a.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Proposed Order, the GUC Trust may, on or after the Objection Deadline, submit to the Bankruptcy Court the Proposed Order, which may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York  
December 21, 2011

/s/ Joseph H. Smolinsky  
Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for the Motors Liquidation  
Company GUC Trust

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11 Case No.  
:   
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :  
:   
Debtors. : (Jointly Administered)  
:  
-----x

**ORDER DENYING JAKE W. RODD'S  
MOTION FOR ENFORCEMENT OF OFFER ORDER**

Upon the motion of Jake W. Rodd, filed on December 13, 2011 (ECF No. 11230) (the “**Motion**”), for enforcement of the Order Pursuant to 11 U.S.C. § 105(a) and General Order M-390 Authorizing Implementation of Alternative Dispute Procedures, Including Mandatory Mediation (ECF No. 5037) and certain other relief as more fully described in the Motion; and the Court having considered the response (ECF No. 11241) to the Motion by the Motors Liquidation Company GUC Trust; and a hearing (the “**Hearing**”) on the Motion having been held on December 20, 2011; upon the findings of fact and conclusions of law set forth by this Court at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted solely as to Jake W. Rodd's request for the withdrawal of his earlier filed Motion for Reconsideration/Rehearing of Offer, filed on October 24, 2011 (ECF No. 11069); and it is further

ORDERED that the Motion is denied in all other respects; and it is further

ORDERED that the time to appeal this Order shall run from the date of entry of this Order; provided, however, that nothing herein shall preclude Jake W. Rodd from settling his

claim against the Motors Liquidation Company GUC Trust and waiving his right to appeal this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2011

---

United States Bankruptcy Judge